

AUG 20 1970 - 9 10 AM

SUPPLEMENTAL AGREEMENT ~~dated as of~~ ^{dated as of} June 1, 1970, between C.I.T. CORPORATION, a New York corporation (hereinafter called the Lessor), acting through its agent C.I.T. Leasing Corporation, a Delaware corporation, and READING COMPANY, a Pennsylvania corporation (hereinafter called the Lessee).

WHEREAS the Lessor and the Lessee are entering into three Conditional Sale Agreements dated as of June 1, 1970 (hereinafter individually called a Conditional Sale Agreement and together the Conditional Sale Agreements), with Rydal Equipment Co., United States Equipment Co. and International Car Co., Division of International RAMCO, Inc., respectively (hereinafter individually called a Manufacturer and together the Manufacturers), wherein the Manufacturers have agreed to manufacture, sell and deliver to the Lessor the railroad equipment (hereinafter called the Equipment) described in Schedule A to the Lease;

WHEREAS the Manufacturers have assigned or will assign their respective interests in the Conditional Sale Agreements to The First Pennsylvania Banking and Trust Company, as Agent, pursuant to an Agreement and Assignment dated as of June 1, 1970 (hereinafter called the Assignment), between the Manufacturers and the Assignee;

WHEREAS the Lessor and the Lessee have entered into a Lease of Railroad Equipment dated as of June 1, 1970 (hereinafter called the Lease), with respect to the Equipment;

WHEREAS the Lease was recorded with the Interstate Commerce Commission in accordance with Section 20c of the Interstate Commerce Act on June 23, 1970, at 12:40 p.m., Recordation No. 5760-A; and

WHEREAS the parties hereto now desire to amend the Lease to correct in certain respects information relating to the Equipment contained in Schedule A thereto;

NOW, THEREFORE, in consideration of the mutual promises, covenants and agreements hereinafter set forth, the parties hereto do hereby agree as follows:

1. Schedule A to the Lease is hereby amended by changing the date for delivery of the fifty 100-ton Coil Steel Flat Cars as set forth under the heading "Time and Place of Delivery" to read as follows: August and September, 1970 at Blue Island, Illinois.

2. The Lease is hereby further amended by changing the date for delivery of the ten cabooses set forth under the heading "Time and Place of Delivery" to read as follows: August and September 1970 at Reading, Pennsylvania.

3. The Lease is further amended by changing the unit base price of the ten cabooses which appears under the

heading "Unit Base Price" to read as follows: \$26,265.41 and by changing the total base price of the ten cabooses which appears under the heading "Total Base Price" to read as follows: \$262,654.10.

4. The Lessee will promptly cause this Supplemental Agreement to be filed and recorded with the Interstate Commerce Commission in accordance with Section 20c of the Interstate Commerce Act.

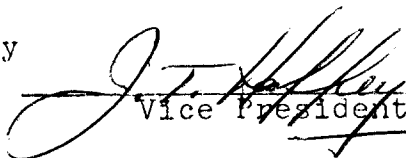
5. Except as amended hereby, the Lease shall remain unaltered and in full force and effect.

IN WITNESS WHEREOF, the parties hereto have caused this instrument to be executed in their respective corporate names by their respective officers thereunto duly authorized, and their respective corporate seals to be hereunto affixed and duly attested, all as of the date first above written.

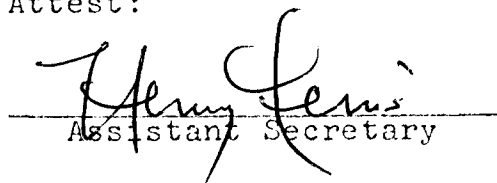
C.I.T. CORPORATION

by C.I.T. Leasing Corporation,
as Agent,

by

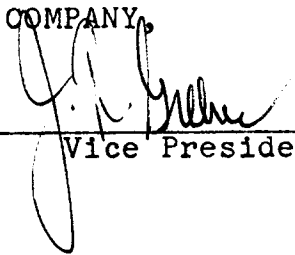

Vice President

Attest:


Assistant Secretary

READING COMPANY

by


Vice PresidentPROVE
TO FORM


Attest:


Assistant Secretary

STATE OF NEW YORK,)
) ss.:
COUNTY OF NEW YORK,)

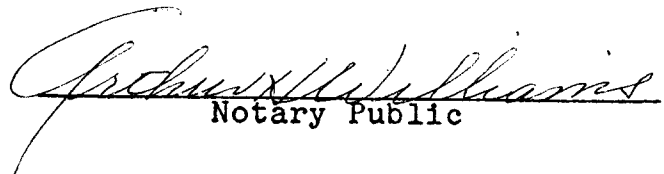
On this 14 day of August 1970, before me personally appeared J. T. Haffey, to me personally known, who, being by me duly sworn, says that he is a Vice President of C.I.T. Leasing Corporation, that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Ruth E. Greene
Notary Public

RUTH E. GREENE
Notary Public, State of New York
No. 03157810
Qualified in Bronx County
Certificate filed in New York County
Commission Expires March 30, 1971

COMMONWEALTH OF PENNSYLVANIA,)
) ss.:
COUNTY OF PHILADELPHIA,)

On this *18th* day of August 1970, before me personally appeared *J R Greene*, to me personally known, who, being by me duly sworn, says that he is a Vice President of Reading Company, that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.


Notary Public

Notary Public, Philadelphia, Philadelphia Co.
My Comm. expires Sept. 12, 1972